



KAREN HANDEL
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

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Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

GEORGIA PROFIT CORPORATIONS

Corporations are formed by filing articles of incorporation with the Secretary of State. The *minimum* filing requirements of Georgia law are outlined herein. Many other provisions may, and perhaps should, be included in the articles. It is very simple to incorporate. The question of whether or not a person or entity *should* incorporate is complex. ***The Corporations Division strongly recommends that filers obtain professional legal, tax and/or business advice to assure the filer's goals and intentions are met, and that requirements of the law are satisfied, both before and after incorporation.***

Preparation of Articles of Incorporation.

Articles of incorporation must include the information described in O.C.G.A. 14-2-202 (profit) or O.C.G.A. 14-3-202 (nonprofit). Articles must be submitted on white 8½x11 paper. An incorporator named in the articles or the filing attorney should sign articles of incorporation. If the Chairman of the Board of Directors or corporate officer of a profit corporation has been elected, he or she may sign the articles. ***Beneath the signature, the signer should indicate in what capacity he or she is signing.***

Filing of Articles of Incorporation and Data Transmittal Form 227.

The original and one copy of the articles of incorporation, a completed Transmittal Form 227, and the appropriate filing fee should be mailed to the Corporations Division at the above address. Checks should be made payable to "Secretary of State." Articles of incorporation are effective on the date received by the Corporations Division unless a post-effective date is specified therein. A certificate of incorporation will be mailed to the applicant, usually in five to seven business days. "Workload issues" will sometimes result in a longer turnaround time, perhaps up to 12 business days. Filings that are not complete will be returned to the applicant along with a notice that describes the deficiency. If corrected and returned within 60 days the initial date of receipt will be the date of incorporation.

Corporate Officers and Annual Registration.

Within 90 days of incorporation, each Georgia corporation must file an initial "annual" registration form that lists three principal officers with the Secretary of State. The fee is \$30. The registration form should be filed online at georgiacorporations.org. Corporations that form between October 2 and December 31 file the initial form between January 1 and April 1 of the ensuing year. Changes to the corporate address and/or officers throughout the year are made by filing another registration form and paying the \$30 fee. A corporation that does not submit its annual registration is subject to administrative dissolution. There is a \$100 fee, plus past due registration fees, to reinstate an administratively dissolved corporation.

PROFIT CORPORATIONS

Articles of incorporation for profit corporations must contain the following information:

1. The exact name of the corporation.
2. The number of shares the corporation is authorized to issue. This will be the maximum number of shares the corporation can issue without later amending its articles to provide for a greater number. The number cannot be "0."
3. The street address and county of the initial registered office and the name of initial registered agent **at that office. *The registered office address must be a street address; a post office box, mail drop or mail center is not sufficient.*** The registered agent may be an individual or another entity. The registered agent must be able to be personally located at the registered office. This is the party designated by the corporation to accept notices on its behalf, and to alert the appropriate corporate personnel.
4. The name and address of each incorporator. The incorporator(s) is the person(s) who signs the articles of incorporation, delivers them to the Secretary of State for filing, and then organizes the corporation.
5. The corporation's initial principal mailing address. The principal office address may be a post office box, unlike the registered office which must be a street address. The principal mailing address is the address to which any correspondence from the Corporations Division to the corporation will be sent.

An incorporator named in the articles or the filing attorney may sign the articles of incorporation. If the Chairman of the Board of Directors or corporate officer has been elected, he or she may sign. Beneath the signature, the signer should state the capacity in which he or she is signing.

Thus, articles of incorporation for a profit corporation might appear as follows:

Articles of Incorporation
Of
ABC and Associates, Inc.

Article 1.

The name of the corporation is ABC and Associates, Inc.

Article 2.

The corporation is authorized to issue (fill in the number) shares. (Number may not be "0".)

Article 3.

The street address of the registered office is 12345 Magnolia Lane, Atlanta, Georgia 12345. The registered agent at such address is John/Jane Doe. (*The registered office address must be a street address at which the agent may be personally located.*) The county of the registered office is _____.

Article 4.

The name and address of each incorporator is:

John Doe	Jane Doe	Jack Doe
12345 Magnolia Lane	12345 Magnolia Lane	12345 Magnolia Lane
Atlanta, GA 12345	Atlanta, GA 12345	Atlanta, GA 12345

Article 5.

The principal mailing address of the corporation is 12345 Magnolia Lane, Atlanta, GA 12345.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This _____ day of _____, 2003.

John Doe
(Capacity in which person is signing)